

**CORPORATE BYLAWS OF THE  
SOUTH CUMBERLAND CHAMBER OF COMMERCE**

These are the bylaws as adopted September 18, 2023, of the South Cumberland Chamber of Commerce ("Chamber"), a Tennessee not for profit (501c 6) corporation whose members are comprised of those persons committed to the improvement of the cultural and economic life of the South Cumberland Region which includes Grundy County, City of Monteagle, and the surrounding area of Franklin and Marion Counties.

**ARTICLE 1 - Offices**

Section 1.01 Principal Offices The principal office for the transaction of the Chamber's business is located at 16 Dixie Lee Avenue, Monteagle, Grundy County, Tennessee, with an additional location located in the Florence Scruggs Municipal Building, Room #9, Altamont TN 37301. The Board of Directors shall have full power to determine the address of the principal office within the South Cumberland Region and to change the principal office from one location to another with an appropriate resolution.

**ARTICLE 2 - Membership**

Section 2.01 Classes or Membership The classes of memberships are as follows:

- a. Senior Member 55+ - Senior without business affiliation who wish to participate actively in the affairs of the Chamber. Each Senior Member shall have one vote at any meeting of the membership of the Chamber.
- b. Individual Active Members. These are individuals without business affiliation who wish to participate actively in the affairs of the Chamber. Each individual active member shall have one vote at any meeting of the membership of the Chamber.
- c. Community Club/Organization. One vote at any meeting of the membership of the Chamber
- d. Company/Business. One vote at any meeting of the membership of the Chamber.
- e. Educational/Universities. One vote at any meeting of the membership of the Chamber.
- f. Financial Institutions/ Hospitals. One vote at any meeting of the membership of the Chamber.

Section 2.02 Membership Dues Dues for the various categories of members will be established annually by the Board of Directors.

**ARTICLE 3 - Meetings**

Section 3.01 Place of Meetings Meetings of members shall be held in the South Cumberland Region at a location to be determined by the Board of Directors.

Section 3.02 Annual Meeting. The Annual Meeting of the Chamber of Commerce will be held in May of each year at a date and place to be designated by the Board of Directors for the election of directors and for such other business as may come up before the meeting. At the Annual Meeting, any appropriate business of the Chamber may properly be brought before the members.

Section 3.03 Special Meetings. Special meetings of the Chamber may be called at any time by a quorum of the Board of Directors. At special meetings, only such matters as are specified in a written notice of the meeting may be properly acted upon by the membership.

Section 3.04 Fixing Record Date. For the purpose of determining the members entitled to notice of any meeting or for the purpose of any other action, the record date shall be fixed as the last day of the month preceding the month in which the meeting is held.

Section 3.05 Notices. Written or printed notice stating the place, date, and hour of the meeting and, in case of a special meeting, a statement of the purpose for which the meeting is called, shall be e-mailed, mailed or personally delivered to each member entitled to vote at the meeting.

Section 3.06 Quorum. The vote of the of members present at the annual meeting shall constitute a quorum for the transaction of business except as may otherwise be provided herein. When a quorum is present to organization a meeting, it cannot be broken by the subsequent withdrawal of a member or members.

Attendance at any meeting shall constitute a waiver of written notice.

Section 3.07 Voting. Voting by proxy is not authorized. A member must be physically present or present via a virtual platform (ZOOM, TEAMS, etc.) at a meeting in order to vote.

Section 3.08 Chairman of Meeting. The President of the Chamber or, in the absence of the President, the Vice President or Treasurer, shall preside at all meetings of the Chamber. In the absence of the above-named officers, the Board of Directors may appoint any member to serve as chairman.

Section 3.09 Secretary or Meeting. The Secretary of the Chamber shall act as secretary of all meetings, the chairman of the meeting may appoint any member to act as secretary.

Section 3.10 Annual Meeting Order of Business. The order of business at the annual meeting shall be as follows:

- a. Calling the roll and certifying the quorum.
- b. Proof of notice of meeting and certification of waivers.
- c. Reading and disposal of un-approved minutes.
- d. Reports of officers of the Chamber.
- e. Reports of committees.
- f. Selection and appointment of election tellers.
- g. Nomination and election of directors of the Chamber.
- h. Unfinished business.
- i. New business.
- j. Adjournment.

Section 3.11 Other Meetings Order of Business. The order of business at meetings other than the annual meeting shall be determined by the purpose for which the meeting is called.

#### ARTICLE 4- Board of Directors

Section 4.01 Management of the Chamber. Between the annual and/or called meetings of the Chamber of Commerce, the business of the organization will be conducted by the Board of Directors. The Board of Directors will be composed of twelve (12) active members, twelve of whom shall be elected by the membership and one (1) of whom shall be ex officio elected by the Board of Directors.

Section 4.02 Classes of Directors. Upon the organization of the Chamber of Commerce, there shall be elected twelve directors.

The four (4) receiving the highest numbers of votes will be elected for three (3) year terms, the next highest four (4) will be elected for terms of two (2) years and the remaining four (4) will be elected for terms of one (1) year. Four (4) new Directors shall be elected each year for a term of three (3) years. At the expiration of his/her term, a director may be re-elected for an additional term. After serving two (2) three (3) year terms they must remain off for one (1) year. A nominating committee shall be appointed by the Board of Directors and that committee will submit a slate of Directors for presentation to the members.

Section 4.02 Election of Directors. The Board of Directors shall provide to the membership, no later than twenty (20) days prior to the annual meeting of the Chamber, a slate of directors for election at the annual meeting. Other nominations may be made from the floor of the annual meeting. The persons receiving the most votes will be elected.

#### Section 4.03 Removal and Resignation.

- a. A member of the Board of Directors who is absent (3) meetings *unexcused* in any one (1) calendar year shall forfeit their position on the Board and the remaining directors shall take appropriate action to fill the vacancy.
- b. If a vacancy occurs on the Board of Directors because of poor attendance, resignation, death, nonpayment of dues or other cause, the remaining directors shall elect a new member to fill the unexpired term.

Section 4.04 Regular and Special Meetings. The Board of Directors shall meet not less than once a month at a time and place to be determined by the Board. A special meeting may be called at any time by the President or on a motion by five (5) or more members of the board.

Section 4.05 Quorum. Seven (7) or more members of the Board of Directors shall constitute a quorum for the transaction of business. When a quorum is present to organize a meeting, it cannot be broken by the subsequent withdrawal of a member or members. Attendance at any meeting shall constitute a waiver of written notice.

Section 4.06 Executive and Other Committees. There shall be an Executive Committee composed of the President, Vice President, Secretary, and Treasurer which may make decisions which are of an emergency nature or when a quick decision, consistent with policies established by the full Board of Directors, is required.

ARTICLE 5 - Officers

Section 5.01 Number and Qualifications. The Chamber shall have a President, Vice President, a Secretary, and a Treasurer. An officer may be removed at any time by a majority vote of the entire Board of Directors. All officers must be active or business members of the Chamber.

Section 5.02 Term of Office. Officers shall be elected for terms of one (1) year at the first meeting of the Board following the annual meeting of the Chamber.

Section 5.03 Duties of the President. The President is chief executive officer and will preside at all meetings of the Chamber of Commerce and the Board of Directors. He/She is empowered to appoint such committees as he/she deems necessary and appropriate to aid and assist in conducting the business of the Chamber.

Section 5.04 Duties of the Vice President. The Vice-president will act in the absent of the president in the performance of any and all duties of the presidency.

Section 5.05 Duties of the Secretary. The secretary will keep the minutes of the meetings of the Chamber and the Board of Directors and maintain adequate records of all Chamber activities.

Section 5.06 Duties of the Treasurer. The treasurer will receive and disburse the funds of the Chamber and keep accurate records thereof.

ARTICLE 6 – Fiscal Management

Section 6.01. Accounts and Disbursements. The Chamber will open and maintain a checking account with a bank located in the South Cumberland Region and selected by the Board of Directors. Disbursements of funds belonging to the Chamber of Commerce will be made as ordered by the Board of Directors. All disbursements will be authorized by the Treasurer or other authorized person.

Section 6.02 Annual Budgets. The Board of Directors shall prepare and approve an estimated annual budget for each calendar year. This budget will be distributed to all members of the Chamber for their information.

Section 6.03 Reports. The Board of Directors shall prepare an annual financial report which will be distributed to all members with the notice of the annual meeting.

ARTICLE 7 - Chamber of Commerce Staff

The Board of Directors is empowered to employ such personnel as are deemed necessary and proper to conduct the business of the Chamber. The Board of Directors will determine the duties of employees/contract employees and adjust their compensation as it deems appropriate.

ARTICLE 8 - Parliamentary Procedure

All proceedings of the Chamber of Commerce and the Board of Directors will be governed by and conducted in accord with the latest edition of Robert's Rules of Order.

ARTICLE 9 - Amendment

These bylaws may be amended or altered by a two-thirds majority of the Board members present at any regular or special meeting of the Chamber of Commerce provided that a quorum is present and that written notice of the proposed change(s) has been distributed to every Board member no later than twenty (20) days prior to the meeting.

Adopted this 18th day of September, 2023

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President

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Secretary